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Attorneys for Plaintiffs Tracy Bynum and Christopher Leagre

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

TRACY BYNUM, Derivatively on)	Case No. 3:19-cv-18874-FLW-LHG
Behalf of JOHNSON & JOHNSON,)	
)	STIPULATION AND [PROPOSED]
Plaintiff,)	ORDER CONSOLIDATING
v.)	RELATED DERIVATIVE
)	ACTIONS AND APPOINTING
ALEX GORSKY, CAROL)	CO-LEAD COUNSEL, LIAISON
GOODRICH, MICHAEL E. SNEED,)	COUNSEL AND AN EXECUTIVE
ANNE M. MULCAHY, CHARLES)	COMMITTEE
PRINCE, WILLIAM D. PEREZ, IAN)	
E. L. DAVIS, RONALD A.)	
WILLIAMS, A. EUGENE)	
WASHINGTON, MARK B.)	
MCCLELLAN, D. SCOTT DAVIS,)	
MARY C. BECKERLE, JOAN)	
CASALVIERI, and TARA)	
GLASGOW,)	
)	
Defendants,)	
)	
-and-)	
)	
JOHNSON & JOHNSON, a New)	
Jersey Corporation,)	
)	
Nominal Defendant.)	

[Caption continued on next page.]

CHRISTOPHER LEAGRE,)	Case No. 3:19-cv-19005-FLW-LHG
Derivatively on Behalf of JOHNSON)	
& JOHNSON,)	
)	
Plaintiff,)	
v.)	
)	
ALEX GORSKY, CAROL)	
GOODRICH, MICHAEL E. SNEED,)	
ANNE M. MULCAHY, CHARLES)	
PRINCE, WILLIAM D. PEREZ, IAN)	
E. L. DAVIS, RONALD A.)	
WILLIAMS, A. EUGENE)	
WASHINGTON, MARK B.)	
MCCLELLAN, D. SCOTT DAVIS,)	
MARY C. BECKERLE, JOAN)	
CASALVIERI, and TARA)	
GLASGOW,)	
)	
Defendants,)	
)	
-and-)	
)	
JOHNSON & JOHNSON, a New)	
Jersey Corporation,)	
)	
Nominal Defendant.)	

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SANDRA WOLLMAN,)	Case No. 3:19-cv-20984-FLW-LHG
)	
Plaintiff,)	
v.)	
)	
ALEX GORSKY, MARY C.)	
BECKERLE, D. SCOTT DAVIS, IAN)	
E. L. DAVIS, JENNIFER A.)	
DOUDNA, MARK B. MCCLELLAN,)	
ANNE M. MULCAHY, WILLIAM D.)	
PEREZ, CHARLES PRINCE, A.)	
EUGENE WASHINGTON, RONALD)	
A. WILLIAMS, CAROL)	
GOODRICH, MICHAEL E. SNEED,)	
JOAN CASALVIERI, and TARA)	
GLASGOW,)	
)	
Defendants,)	
)	
-and-)	
)	
JOHNSON & JOHNSON,)	
)	
Nominal Defendant)	
)	

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STEVEN HILL, Derivatively On)	Case No. 3:20-cv-00774-FLW-TJB
Behalf Of JOHNSON & JOHNSON,)	
)	
Plaintiff,)	
v.)	
)	
ALEX GORSKY, ANNE M.)	
MULCAHY, CHARLES PRINCE,)	
WILLIAM D. PEREZ, IAN E.L.)	
DAVIS, RONALD A. WILLIAMS, A.)	
EUGENE WASHINGTON, MARK B.)	
MCCLELLAN, D. SCOTT DAVIS,)	
MARY C. BECKERLE, CAROL)	
GOODRICH, MICHAEL E. SNEED,)	
JOAN CASALVIERI, and TARA)	
GLASGOW,)	
)	
Defendants,)	
)	
and,)	
)	
JOHNSON & JOHNSON,)	
)	
Nominal Defendant.)	

WHEREAS, there are presently four related stockholder derivative actions on behalf of Johnson & Johnson ("J&J" or the "Company") and against certain of the Company's current and former directors and officers (with J&J, "Defendants") pending in this Court; and

WHEREAS, in an effort to ensure consistent rulings and decisions and the avoidance of unnecessary duplication of effort, all counsel for the parties in the above-referenced stockholder derivative actions enter into this stipulation. The

counsel are: (1) Robbins LLP and Herman Jones LLP on behalf of plaintiffs Tracy Bynum ("Bynum") and Christopher Leagre ("Leagre"); (2) Bragar Eigel & Squire, P.C. on behalf of plaintiff Sandra Wollman ("Wollman"); (3) Gainey McKenna & Egleston on behalf of plaintiff Steven Hill ("Hill" and collectively with Bynum, Leagre, and Wollman, "Plaintiffs"); (4) Robinson Miller LLC and Sidley Austin LLP on behalf of the Company; and (5) Patterson Belknap Webb & Tyler LLP on behalf of individual defendants Alex Gorsky, Carol Goodrich, Michael E. Sneed, Anne M. Mulcahy, Charles Prince, William D. Perez, Ian E. L. Davis, Ronald A. Williams, A. Eugene Washington, Mark B. McClellan, D. Scott Davis, Mary C. Beckerle, and Joan Casavieri.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties, through their respective counsel of record and subject to Court approval, as follows:

1. The following actions are hereby related and consolidated (the "Consolidated Action") for all purposes:

<u>Abbreviated Case</u> <u>Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Bynum v. Gorsky, et al.</i>	3:19-cv-18874	October 10, 2019
<i>Leagre v. Gorsky, et al.</i>	3:19-cv-19005	October 15, 2019
<i>Wollman v. Gorsky, et al.</i>	3:19-cv-20984	December 3, 2019
<i>Hill v. Gorsky, et al.</i>	3:20-cv-00774	January 23, 2020

2. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE JOHNSON & JOHNSON
TALC STOCKHOLDER
DERIVATIVE LITIGATION

Lead Case No. 3:19-cv-18874-FLW-
LHG

(Consolidated with Cases No. 3:19-cv-
19005-FLW-LHG, No. 3:19-cv-20984-
FLW-LHG, and No. 3:20-cv-00774-
FLW-TJB)

This Document Relates To:

ALL ACTIONS.

3. The files of the Consolidated Action shall be maintained in one file under Master Docket No. 3:19-cv-18874.

4. Co-lead counsel for plaintiffs ("Co-Lead Counsel") in the Consolidated Action are:

ROBBINS LLP
BRIAN J. ROBBINS
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- and -

BRAGAR EAGEL & SQUIRE, P.C.
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5. Co-Lead Counsel shall have sole authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of the Consolidated Action and to avoid duplicative or unproductive effort.

6. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiff except through Co-Lead Counsel.

7. Attached hereto as Exhibits A and B are the firm resumes for Robbins LLP and Bragar Eagel & Squire, P.C.

8. Liaison counsel for plaintiffs ("Liaison Counsel") in the Consolidated Action is:

HERMAN JONES LLP
SERINA M. VASH
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Westfield, NJ 07090
Telephone: (404) 504-6516
Facsimile: (404) 504-6501

9. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other

directions from the Court to counsel, and shall be responsible for communication with defendants' counsel on matters of case administration and scheduling. Liaison Counsel shall further be responsible for creating and maintaining a master service list of all parties and their respective counsel. Attached hereto as Exhibit C is the firm resume of Herman Jones LLP.

10. The executive committee for plaintiffs ("Executive Committee") in the Consolidated Action is:

GAINEY McKENNA & EGESTON
THOMAS J. MCKENNA
GREGORY M. EGLESTON
501 Fifth Avenue, 19th Floor
New York, New York 10017
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11. The Executive Committee shall, at the discretion of Co-Lead Counsel, assist Co-Lead Counsel in the preparation of pleadings, briefing of motions, and the review of discovery, if necessary. Attached hereto as Exhibit D is the firm resume of Gainey McKenna & Egeston.

12. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

13. Defendants need not respond to any of the complaints filed in the related actions or any other complaint now pending before, or later filed in,

remanded to, or transferred to, this Court which arises out of the same or similar facts and allegations as contained in the related actions.

14. Within forty-five (45) days of entry of the order approving the stipulation, Plaintiffs, through Co-Lead Counsel, shall file a consolidated complaint (the "Consolidated Complaint") or designate a previously filed complaint as the operative complaint, which will supersede all existing complaints filed in the related actions and any other action that may be consolidated herewith.

15. Within fourteen (14) days of the filing of the Consolidated Complaint or designation of the operative complaint, counsel for the parties shall meet and confer regarding a stipulation concerning timing for briefing and hearing Defendants' responses to the Consolidated Complaint, and shall submit such stipulation to the Court for approval.

16. Unless otherwise altered, this Order shall apply to each derivative case arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in, removed to, or transferred to this Court.

17. When a case which properly belongs as part of *In re Johnson & Johnson Talc Stockholder Derivative Litigation*, Lead Case No. 3:19-cv-18874, is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of *In re Johnson*

& *Johnson Talc Stockholder Derivative Litigation*, Lead Case No. 3:19-cv-18874, and counsel are to assist in ensuring that counsel in subsequent actions receive notice of this Order.

Dated: February 19, 2020

Respectfully submitted,

HERMAN JONES LLP

/s/ Serina M. Vash

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Dated: February 19, 2020

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Dated: February 19, 2020

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Dated: February 19, 2020

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Johnson & Johnson

Dated: February 19, 2020

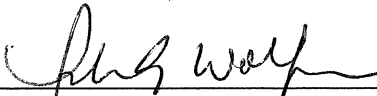
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Scott Davis, Mary C. Beckerle, and Joan
Casalvieri

IT IS SO ORDERED.

 2/28/20
FRED A L. WOLFSON
UNITED STATES DISTRICT JUDGE